

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: . Case No. 05-44481
DELPHI CORPORATION, et al, . New York, New York
Debtors. . Wednesday, March 22, 2006
2:18 p.m.

TRANSCRIPT OF SECTION 1102(a)(2) EVIDENTIARY HEARING
BEFORE THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

For the Debtors: John Wm. Butler, Jr., Esq.
David E. Springer, Esq.
Dhananjai Shivakumar, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM, LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

Kayalyn A. Marafioti, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM, LLP
Four Times Square
New York, New York 10036

(Appearances continued)

Audio Operator: Electronically Recorded
by Greg White, ECRO

Transcription Company: Rand Transcript Service, Inc.
311 Cheyenne Road
Lafayette, New Jersey 07848
(973) 383-6977

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1 A P P E A R A N C E S: (Continued)

2 For Appaloosa
3 Management, LP:

Thomas E. Lauria, Esq.
Rudolph F. Aragon, Esq.
Frank L. Eaton, Esq.
WHITE & CASE, LLP
Wachovia Financial Center
200 South Biscayne Boulevard
Suite 4900
Miami, Florida 33131

7 Glenn M. Kurtz, Esq.
8 Douglas P. Baumstein, Esq.
9 WHITE & CASE, LLP
1155 Avenue of the Americas
New York, New York 10036

10 For the U.S. Trustee:

Alicia M. Leonhard, Esq.
U.S. DEPARTMENT OF JUSTICE
Office of the U.S. Trustee
33 Whitehall Street, Suite 2100
New York, New York 10004

14 For the Official Committee
15 of Unsecured Creditors:

Robert J. Rosenberg, Esq.
John W. Weiss, Esq.
LATHAM & WATKINS, LLP
53rd at Third, 885 Third Avenue
New York, New York 10022

18 For JPMorgan, et al:

Kenneth S. Ziman, Esq.
Robert Trust, Esq.
SIMPSON, THACHER & BARTLETT, LLP
425 Lexington Avenue
New York, New York 10017

21 For Brandes Investment
22 Partners, LP:

Daniel A. Lowenthal, Esq.
THELEN, REID & PRIEST, LLP
875 Third Avenue
New York, New York 10022

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1 not a simple balance sheet restructuring where the capital
2 structure simply needs to be adjusted because there's too
3 much funded debt on the books.

4 There are serious -- to use the debtors' phrase
5 "transformational issues" that have to be resolved here.
6 Because of that, I believe that this is the appropriate time
7 to move for an equity committee, and not to wait until later
8 in the day when a plan is actually being negotiated.

9 I also believe as a corollary to that, the function
10 of the equity committee and the makeup of its professional
11 advisors should be reflected by this timing. As I'll say
12 later, again, I think this leads to the conclusion that
13 although it's not before me, except in my need to weigh the
14 cost of an equity committee's appointment, that it's unlikely
15 that I would approve the retention of investment bankers and
16 accountants or even actuaries at this time for an equity
17 committee, since those functions are not really the functions
18 that need to be performed at this time by an equity
19 committee.

20 So that in contrast, while in the Loral case I
21 believe that it was incumbent to have an equity committee, if
22 at all, towards the end of the case, here, I believe if it is
23 incumbent on there being an equity committee, this is the
24 time to have one formed.

25 It is even conceivable to me that if I did form an

1 equity committee now and it turned out that ultimately I
2 approved interim transformational solutions --
3 transformational solutions to the labor and related pension
4 and GM problems that the debtors face--it might be
5 appropriate to disband the equity committee because, in light
6 of those solutions, it might appear clearly at that time that
7 the debtor was hopelessly insolvent or at least that it was
8 likely that there would be no distribution to shareholders.

9 But because of the importance of those pending
10 issues, one could at least see a rationale for having an
11 equity committee with counsel in the near future to deal at
12 least with those transformational issues on behalf of the
13 shareholders.

14 Now, as far as whether the debtor is insolvent or
15 hopelessly insolvent or there is a likelihood of a meaningful
16 distribution to shareholders, I am at this time on this
17 record frankly skeptical that there will be a meaningful
18 distribution, but I'm not prepared to rule it out. I say
19 that for a number of reasons.

20 First of all, it's undisputed that on a balance-
21 sheet basis, and it is correct that the movants' experts did
22 not disagree that on a balance sheet basis, the debtors'
23 operating -- most recent operating numbers comply with GAAP,
24 there is roughly a 6.3-billion-dollar hole, or insolvency.

25 The question, obviously, is how does one fill that